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Corp. I.D. # _____

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

..... Duchin Realty, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Duchin Realty, Inc.

SECOND: The shareholders of the corporation on July 26 , 19 91, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Article Fourth of the Articles of Incorporation is amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue shall be 4,000 shares as follows:

200 shares of Class "A" common stock without par value.

3,800 shares of Class "B" common stock without par value.

The rights of Class "A" common stock and Class "B" common stock shall be identical except for voting rights specified herein. The holders of the Class "A" common stock shall be entitled to one vote for each share held by them. The holders of the Class "B" common stock shall not be entitled to notice of Stockholders' meetings or to vote upon the election of Directors or upon any questions affecting the management or affairs of the Corporation, except where such notice or vote is expressly required by law.

Each share of the common stock of the Corporation without par value issued and outstanding or held in the Treasury of the Corporation is hereby reclassified and changed into one fully paid and nonassessable share of the Class "A" common stock of the Corporation, without par value, and each holder of record of a certificate for one or more shares of common stock as of the close of business on the date this Amendment becomes effective shall be deemed the holder of one share of Class "A" common stock, without par value, for each share of common stock theretofor represented by such certificate."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	200

FIFTH: The number of shares voted for such amendment was 200; and the number of shares voted against such amendment was None

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
	None	

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

See text of Amendment set forth in Article Second

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

See text of Amendment set forth in Article Second

Dated November 7, 1991

Duchin Realty, Inc.
By Gloria Bluch
Its President
and Richard W. [Signature]
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

At Providence in said county on this 7th day of November, 1991, personally appeared before me Richard W. Zacks, who, being by me first duly sworn, declared that he is the Secretary of Dickin Realty, Inc.

that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Richard W. Zacks
Notary Public

(NOTARIAL SEAL)

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Rec'd & Filed

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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE